



CORPORATION SERVICE COMPANY

RECORDATION NO. 26855 FILED

MAR 13 '07

2-21 PM

SURFACE TRANSPORTATION BOARD

March 8, 2007

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street NW Suite 70  
Washington, DC 20423  
202-565-1656

RE: 793096/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 03/23/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

*Primary*  
**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:  
Shell Chemicals, LP  
One Shell Plaza  
910 Louisiana  
Houston, TX 77002

Lessor:

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

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## MEMORANDUM OF USE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF USE AGREEMENT dated as of this 19<sup>th</sup> day of December, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SHELL CHEMICALS, LP, a Delaware limited partnership, with an address at One Shell Plaza, 910 Louisiana, Houston, TX 77002-4916 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of Oct. 19, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stojich  
Name: Catherine Stojich  
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SHELL CHEMICALS, LP

By: Ryan Lockwood  
Name: Ryan Lockwood  
Title: Procurement Manager

# Schedule A

Number of Cars		Equipment Description	
20		6,241 plastic pellet covered hopper car	
1	CEFX	53726	
2	CEFX	53739	
3	CEFX	53740	
4	CEFX	53762	
5	CEFX	53799	
6	CEFX	53861	
7	CEFX	53968	
8	CEFX	53983	
9	CEFX	53995	
10	CEFX	54010	
11	CEFX	54032	
12	CEFX	54041	
13	CEFX	54043	
14	CEFX	54099	
15	CEFX	54102	
16	CEFX	54109	
17	CEFX	54167	
18	CEFX	54192	
19	CEFX	54195	
20	CEFX	54219	